

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

December 4, 1990

0-341A006

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

17106
RECORDATION NO. FILED 12/7/90

DEC 7 1990 - 9 30 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated as of June 1, 1990, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Soo Line Railroad Company
105 South Fifth Street, Suite 1320
Minneapolis, MN 55402

Dec 7 9 30 AM '90
MOTOR OPERATING UNIT

A description of the railroad equipment covered by the enclosed document is:

Fifteen (15) 86-foot autoparts boxcars bearing marks and numbers as follows:

1 - WCRC 36743	9 - WCRC 36946
2 - WCRC 36746	10 - WCRC 36949
3 - WCRC 36752	11 - WCRC 36954
4 - WCRC 36758	12 - WCRC 36955
5 - WCRC 36766	13 - WCRC 36961
6 - WCRC 36936	14 - WCRC 36963
7 - WCRC 36938	15 - WCRC 36966
8 - WCRC 36939	

Ms. Mildred Lee
December 4, 1990
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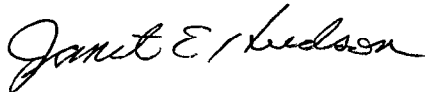
Also enclosed is a payment of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035. Please be sure that one of the originals returned is the one marked "Soo Line Railroad Company Original Copy." A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of June 1, 1990 between Greenbrier Leasing Corporation, Lessor and Soo Line Railroad Company, Lessee, covering fifteen (15) 86-foot autoparts boxcars marked and numbered as follows:

1 - WCRC 36743	9 - WCRC 36946
2 - WCRC 36746	10 - WCRC 36949
3 - WCRC 36752	11 - WCRC 36954
4 - WCRC 36758	12 - WCRC 36955
5 - WCRC 36766	13 - WCRC 36961
6 - WCRC 36936	14 - WCRC 36963
7 - WCRC 36938	15 - WCRC 36966
8 - WCRC 36939	

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

12/7/90

OFFICE OF THE SECRETARY

Janet E. Hudson

The Greenbrier Companies

One Centerpoint Dr. Suite 200

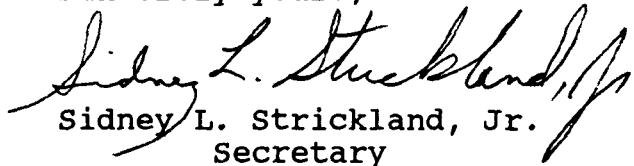
Lake Oswego, Oregon 97035

Dear

sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/7/90 at 9:35am, and assigned recordation number(s). 17106

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17106

RECEIVED BY _____ FROM _____

DEC 7 1990 - 9:25 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

SOO LINE RAILROAD COMPANY ("LESSEE")

JUNE 1, 1990

Memorandum of a Lease Agreement made and entered into as of June 1, 1990 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Soo Line Railroad Company, a Minnesota corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor fifteen (15) 86-foot autoparts boxcars bearing marks and numbers as follows:

1	-	WCRC 36743
2	-	WCRC 36746
3	-	WCRC 36752
4	-	WCRC 36758
5	-	WCRC 36766
6	-	WCRC 36936
7	-	WCRC 36938
8	-	WCRC 36939
9	-	WCRC 36946
10	-	WCRC 36949
11	-	WCRC 36954
12	-	WCRC 36955
13	-	WCRC 36961
14	-	WCRC 36963
15	-	WCRC 36966

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, V.P.

SOO LINE RAILROAD COMPANY

By: [Signature]

L071701.SOO

APPROVED AS TO FORM
[Signature]
LAW DEPARTMENT
JEAN L. FINDORFF

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this 4th day of December, 1990, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF MINNESOTA

)

) ss.

COUNTY OF Hennepin

)

On this 28 day of November, 1990, before me personally appeared R. J. Andersen, to me personally known, who being by me duly sworn, says that he is the Vice Pres-Equip Mgmt of Soo Line Railroad Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Pamela S. Lewison
NOTARY PUBLIC

My commission expires: 2/8/93

L071701.S00

